## NOTIFICATION.

No. LAW 9 LCR 62, dated Bangalore, 11th January 1962

Ordered that the accompanying Notification No G.S.R. 1408, dated the 18th November 1961, of the Ministry of Commerce and Industry (Department of Company Law Administration) amending the Companies (Central Government's) General Rules and Forms, 1956, which has been published in the *Gazette of India*, Extraordinary, Part II, Section 3, sub-section (i), dated the 25th November 1961, be republished in the *Mysore Gazette*, for general information

By Order and in the name of the Governor of Mysore,

S SRIPADARAJ,
237 *Under Secy. to Govt., L.D.*

GOVERNMENT OF INDIA.

**MINISTRY OF COMMERCE AND INDUSTRY.**

**(Department of Company Law Administration).**

*New Delhi, the 18th November 1961.*

**G S R. 1408**—In exercise of the powers conferred by clauses (*a*) and (*b*) of sub-section (1) of Section 642 of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following rules further to amend the Companies (Central Government's) General Rules and Forms, 1956, namely —

*The Companies (Central Government's) General Rules and Forms.*

1. The rules may be called "The Companies (Central Government's) General Rules and Forms (Fourth Amendment) Rules, 1961".

2. In rule 22 of the Companies (Central Government's) General Rules and Forms, 1956 (hereinafter referred to as the said rules), after sub-rule (2), the following provisos shall be inserted, namely —

"Provided that the fees payable to the Registrar may be paid also through cheques or bank drafts drawn on and payable at banks located at the same city or town as the office of the Registrar :

Provided further that, where a fee payable to the Registrar is paid through cheques or bank drafts as aforesaid, it shall not be deemed to have been paid unless and until the relevant cheques or drafts are cashed and the amount realised ",

3 In Annexure A to the said rules,—

(*i*) in Form No 1A—

(*a*) in item 4, the following shall be inserted at the end, namely —

" and details of remuneration payable." ,

(*b*) the following shall be inserted as item 11, namely :—

" 11. Whether the company is acting as the managing agents or secretaries and treasurers of any public company or companies If so, state whether a separate application was/has been made under section 346 of the Act The number and date of such application and of the Central Government's decision thereon, if known, shall also be indicated.",

(*ii*) In Form No. 24A—

(*a*) for the words " I, the undersigned, " the following shall be substituted, namely —

" I * ... ..... . ...",

(*b*) for the words "I hold in my own name", the following shall be substituted, namely —

"I hold—
in my own name
———————————————
jointly in my name and the name(s) of
———————————————", and

..... ..... ... .....

(*c*) the following foot-note shall be inserted at the end namely —

"*State the name of the concerned director.",

(*vi*) for the existing Form No. 25, the following Form shall be substituted, namely —

FORM NO 25

"Registration No
of Company
Nominal Capital Rs

*The Companies Act, 1956*

Form of application to the Central Government for appointment or re-appointment of

Managing Agents

Secretaries and Treasurers

*Pursuant to sections 326 and 379*

(This form shall also be used for the purposes of obtaining the approval of Central Government for the first time in respect of any matter specified in sections 329, 343, 346 and 352)

1 Name of the Company together with the address of its registered office and the date of its registration

2 Principal line(s) of business of the company

3. Detailed existing capital structure of the company and in the case of a new company the proposed capital structure

4 Proposal for which Government's approval is sought and the reasons therefor

5. Nature of the existing form of management —

(*i*) Is the company managed by—

(1) Board of directors
(2) Managing/Whole-time director
(3) Managing Agent
(4) Secretaries and Treasurers
(5) Manager

Give full details

(*ii*) Number of shares, if any, held by existing management in the share capital of the company

(*iii*) Particulars about remuneration payable to existing management [Please indicate separately bonus, commission, salary and prequisites and minimum remuneration payable under section 198(4) ]

(*iv*) Nature of services rendered by the existing management for which the remuneration mentioned above is being paid

(*v*) Whether any other remuneration is payable to the existing management and, if so, in what capacity and how much

(*vi*) Whether any arrangement exists under which existing management are sharing their remuneration with other party or parties If so, give details and reasons therefor.

managing agent

(*vii*) If the company is managed by a secretaries and treasurers, the amount of expenses reimbursed to them under section 354 during each of the last three years Give details of the items together with amounts for which such reimbursement has been made

(*viii*) Earnings under sections 356 to 359 during each of the last three years of—

(*a*) the existing $\frac{\text{managing agent}}{\text{secretaries and treasurers}}$ and

(*b*) their associates

(*ix*) Name of the directors and the extent of their shareholdings ,

(*x*) Particulars of commission, allowance and fees or salaries an perquisites payable to directors

(*Note* —(*a*).—7 —copies of the partnership deed if the existing

$\frac{\text{managing agent}}{\text{secretaries and treasurers}}$

is a firm should be supplied.

(*b*) —If the managed company is a private company 7 copies of the list of shareholders together with the numbers of shares held by each should be supplied).

6 Nature of the proposed form of management of the company for which Government's approval is now being sought.

(*i*) Names and other particulars (including qualifications and business experience of the directors / partners of the proposed managing agents / secretaries and treasurers

(*Note*—If the proposed managing agent is a private company 7 copies of the list of its shareholders together with number of shares held by each should be furnished)

(*ii*) Number of shares held and/or proposed to be held by the proposed managing agent / secretaries and treasurers in the company

(*iii*) Particulars about remuneration to be paid to the proposed managing agent / secretaries and treasurers

(*iv*) Nature of services to be rendered by the proposed managing agent / secretaries and treasures as such for which the remuneration indicated above is to be paid

(*v*) Whether any other remuneration is to be paid to the proposed managing agents / secretaries and treasurers and, if so, in what capacity.

(*vi*) Whether arrangements for sharing remuneration with other party or parties have to be entered into by the proposed managing agents / secretaries and treasurers. If so, give details and reasons therefor

(*vii*) Estimated amount of the earnings expected to be derived from any arrangements already entered into or proposed to be entered into with the future managing agents / secretaries and treasurers or his / their associates in terms of sections 356 to 359

(*viii*) Particulars of commission, allowances and fees and salaries and perquisites proposed to be paid to directors of the company

(*Note*.—7 —copies of the proposed agreements with managing agents / secretaries and treasurers should be supplied and also 7 copies of the Partnership deed, if the proposed managing agents / secretaries and treasurers is a firm)

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(*xx*) Nature of any other business in which the proposed managing agents / secretaries and treasurers are engaged.

(*x*) Reasons in support of the proposal to appoint a managing agent / secretaries and treasurers for managing the affairs of the company instead of adopting other forms of management allowed under the Act.

(*xi*) Names of the partners / directors of the proposed managing agency firm or company and if any of them is deemed to be acting as managing agents of any other companies within the meaning of section 332(4), give particulars of those other managed companies including the names of their managing agents

(xii) Money value of the contracts entered into or proposed to be entered into with the managing agents / secretaries and treasurers or their associates for purchase, sale or supply of any property moveable or immovable under section 360 of the Act

(xiii) Money value of contracts entered into or proposed to be entered into with the managing agents / secretaries and treasurers or their associates for supply or rendering of services under section 360 of the Act

7. The manner in which the controlling interest of the new managing agent / secretaries and treasurers in the company was acquired whether—

(i) by transfer of the shareholdings of old

managing / whole-time director

managing agent / secretaries and treasurers / manager and/or

(ii) by purchase of shares from the open market

(NOTE — The price and other terms on which shares were transferred or purchased as well as all other necessary details under the above heads should be given)

8 Whether there is any arrangement by which the managing agents / secretaries and treasurers are required to stand guarantee for any loan taken by the company and, if so, whether they charge any gurantee commission for the purpose Particulars of the loans so guaranteed by the managing agents / secretaries and treasurers during the last five years, together with the commission paid to them during each year should be given

9. Particulars of the long-term or short-term loans granted to the company by the managing agents / secretaries and treasurers together with the interest charged thereon during each of the last five years and the amount of the loan at present outstanding

10. Nature of the non-managerial services, if any, rendered or proposed to be rendered to the company by the managing agents / secretaries and treasurers together with the payment, if any, paid to them in return for such services during the last five years or proposed to be paid

11 Whether the company has appointed separate selling or buying agents and whether the managing agents / secretaries and treasurers have any direct or indirect interest therein

12 Whether the managing agency company is a subsidiary of any other company and, if so, the name of such company and the extent of its holdings

13 Compensation, if any, payable by the company to the outgoing managing / whole-time director / managing agent / secretaries and treasurers / manager and whether it is in accordance with the terms of the relevant agreement.

14 Names of other companies managed by the proposed managing agents / secretaries and treasurers

(Attention is invited in this connection to section 332 of the Companies Act 1956)

NOTE.—Subject to the proviso to rule 3A, a copy of the audited accounts, together with the Directors' and Auditors' reports, for all such companies for the previous three years should be submitted under this head

15 Names of other companies in which directors of the company hold directorships

16 (A) The effective capital of the company on the date of the last balance sheet calculated as follows —

| | Rs |
|---|---|
| (i) Paid-up capital | |
| (ii) Share premium | |
| (iii) Reserves and surpluses | |
| (iv) Long term loans | |
| (a) Secured | |
| (b) Unsecured | |
| Total Rs. | . |
| *Less* Long term loans and investments made by the company | . |
| Total effective capital Rs | . |

(B) Total accumulated loss and preliminary expenses not written of Rs . . ..

17. Working results of the company for the last three years —

| | Year ending | Year ending | Year ending |
|---|---|---|---|
| (1) Paid up capital .. | | | |
| (2) Sales/Turnover | | | |
| (3) Net profits/Loss as calculated in accordance with sections 349-351 of the Act | | | |
| (4) Directors' remuneration if any (excluding sitting fees) | | | |
| (5) Managing agents'/secretaries and treasurers' remuneration. | | | |
| (6) Dividend declared on equity shares | | | |
| (7) Percentage which the total managerial remuneration bears to the net profits | | | |

NOTE.—Item Nos 16 and 17 should be filled in only by companies which have commenced business For companies which have been newly registered but have not yet commenced business or whose accounts have not yet been audited, the following information/documents should be furnished —

(a) Two copies of the prospectus, if any, issued by the company

(*b*) Full particulars of the capital proposed to be raised by the company in the near future and also the particulars of long-term loans which the company proposes to raise indicating the source from which the loans are to be obtained

(*c*) The date on which the company expects to commence business and/or start production

(*d*) Considerations on which the proposed remuneration of the managing agents / secretaries and treasurers has been fixed

(*e*) Estimated turnover and profits of the company during the next three years

(*f*) Whether the requisite licence, if any, as required under the Industries (Development and Regulation) Act, 1951 has been obtained

(*g*) Extent of foreign collaboration, if any, involved in the managed company

(*h*) Whether the foreign collaborators propose to hold shares in the managing agency company and, if so, the extent and justification therefor.

18 Working results of the managing agents / secretaries and treasurers if a body corporate for the last three years

| | Year ending | Year ending | Year ending |
|---|---|---|---|
| (1) Paid-up capital . | | . | . |
| (2) Reserves and Surplus . . | ... | . | . . |
| (3) Net profits/loss as per profit and loss account | . | | .. |
| (4) Remuneration paid to managing or whole time directors or other directors . | . | | |
| (5) Total accumulated losses | | | |

(NOTE —Item 18 should be filled in only by bodies corporate which have commenced business)

19 Do the articles of association provide for the appointment of managing agent / secretaries and treasurers if not, please indicate the authority under which the proposed appointment is to be made

20 7 certified copies of the resolution passed by the shareholders of the company sanctioning the proposal for which Government's approval has been sought

21 The names of the English newspaper and of the vernacular newspaper in which notices under section 412 have been published along with the dates thereof

(NOTE —Two certified copies each of the notices are to be enclosed )

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge and the other facts are true to the best of my/our information and belief

*Signature*
Designation(*)

*Dated this* *day of* 19

(*) State whether Director, Managing Director, Wholetime Director, Managing Agents, Secretaries and Treasurers, Manager or Secretary

(NOTE —(i) Except as provided in the provisos to rule 3A, 2 copies of the existing Articles of Association of the company, 2 copies of the draft Articles of Association which are proposed to be substituted for the existing Articles of Association and a copy of the Resolution passed by the company at its general meeting 7 copies of the existing agreement with the managing agents / secretaries and treasurers 7 copies each of the audited accounts, Directors' Report and Auditors' Report of the managed company as well as of the Managing Agent or Secretaries and Treasurers for the last 2 years should also accompany this statement.

(ii) Pursuant to the Companies (Fees on Applications) Rules, 1961, fee as prescribed therein is payable on your application The amount involved should be paid into the Reserve Bank of India or any other Bank acting as the agent of the Reserve Bank or into a Government treasury for credit to the Public Account of India under the head "XXXVI–Miscellaneous Departments— Miscellaneous—Registration of Joint Stock Companies" The appropriate treasury challan in token of the payment should then be forwarded to this Department along with the application )",

(iv) after Form No. 25, the following Forms shall be inserted namely —

FORM NO 25A

"Registration No
of Company .
Nominal Capital Rs

## THE COMPANIES ACT, 1956

*Form of application to the Central Government for appointment or re-appointment of* managing / whole-time *director and Manager.*

*Pursuant to sections* 269 311 *and* 388

1 Name of the company, address of its registered office, date of its registration and its main business

2 Details of the existing capital structure of the company and in the case of new companies of the proposed capital structure

3 The proposal for which Central Government's approval is sought and the reasons therefor

4. Nature of the existing form of management —

(*i*) Is the company managed by—

(*a*) Board of Directors,
(*b*) managing / whole-time director,
(*c*) managing agents / Secretaries and treasurers,
(*d*) manager

Give full details including the date from which the arrangement has been at work

(*ii*) Particulars of remuneration including bonus, commission, salary and perquisites payable to managing / whole-time / managing agents / secretaries and treasurers director

Total amount, if any, payable as minimum remuneration under section 198(4)

(*iii*) Nature of services rendered by
managing / whole-time / managing agents / secretaries and treasurers / manager
as such for which the remuneration mentioned above is being paid.

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(*iv*) Particulars of any other remuneration payable to managing / whole-time director / managing agents / secretaries and treasurers / manager whether in their capacity as managing / whole-time director / managing agents / secretaries and treasurers / manager or otherwise,

(*v*) Particulars of remuneration payable under any current arrangements to a relative of a managing / whole-time director or to an associate of managing agents / secretaries and treasurers

(*vi*) Names of directors and extent of their shareholdings

(*vii*) Particulars of commission, allowances and fees or salaries and perquisites payable to directors

5 Nature of the proposed form of management of the company —

(*i*) Particulars including qualifications and business experience of the proposed managing / whole-time director / manager

(*ii*) If the proposed managing / whole-time director / manager was previously under the employment of the company, particulars of the post held by him and the remuneration drawn by him in that post during the last 3 financial years.

(*iii*) Particulars about remuneration (including bonus, commission, perquisities and the money value thereof) proposed to be paid to the managing / whole-time director / manager

(*iv*) Nature of services to be rendered by the managing / whole-time director / manager as such for which the remuneration proposed above is to be paid.

(*v*) Particulars of any other remuneration proposed to be paid to the managing / whole-time director / manager whether in their capacities as managing / whole-time director / manager or otherwise

(*vi*) Estimated amount of remuneration (if any), payable under any arrangements to a relative of a managing / whole-time director / manager

(*vii*) Particulars of commission, allowances and fees and salaries and perquisites and money value thereof proposed to be paid to directors and

(*viii*) Whether the managing / whole-time director / manager suffers from any of the disqualifications mentioned in section 267/385 of the Companies Act 1956

(NOTE —7 copies of agreements, if any, with managing / whole-time director / manager should be supplied)

6 (*i*) Do the Articles of Association provide for the appointment of managing / whole-time director or manager (Give reference to them), if not, please indicate in full details the authority under which the proposed appointments are to be made.

(*ii*) Has the proposal for which Government's approval has been sought been approved by the Board of directors of the Company or by the company in general meeting? If so, seven copies of the relevant resolution should be supplied

(*iii*) If the proposal involves any increase in the number of managing or whole-time directors or if the proposal is initially to appoint more than one managing or whole-time director, the full reasons justifying the same and also the division of duties and responsibilities between the managing/whole-time directors should be furnished

(*iv*) The names of newspapers in which the notices under section 412 have been published along with the dates thereof

(NOTE —Two copies of each of the notices are to be enclosed)

12 2



7 Whether the company has appointed separate selling or buying agents and the interest, direct or indirect, of the directors and manager, therein The names of the directors, / partners as the case may be, of such buying and selling agents should also be given.

8 Compensation, if any, payable by the company to the outgoing managing / whole-time director / manager / secretaries and treasurers / managining agents and whether it is in accordance with the terms of the relevant agreement.

9 Particulars of any other company managed by the managing director / manager and remuneration payable to him by that company.

(Attention is invited in this connection to section 316/317 and 386 of the Companies Act, 1956).

10 Names of other companies in which directors of the company hold directorships

11 A The effective capital of the company as on the date of the last balance sheet calculated as follows —

| | Rs |
|---|---|
| (*i*) Paid-up Capital | |
| (*ii*) Share premium | |
| (*iii*) Reserve and surplus | |
| (*iv*) Long-term loans— | |
| (*a*) Secured | |
| (*b*) Unsecured | |
| TOTAL | |

B Total accumulated losses and preliminary expenses not written off

12 Working results of the company for the last three years

| | Year ended | | |
|---|---|---|---|
| | 19 —19 | 19 —19 | 19 —19 |
| (*i*) Paid-up capital | | | |
| (*ii*) Turnover .. | | | |
| (*iii*) Net profits under section 198 | | | |

(iv) Directors' or Manager's remuneration

(a) Sitting fees.

(b) Commission

(c) Managing / whole-time director's / Manager's remuneration —

(i) Salary

(ii) Commission

(iii) Perquisites and money value thereof

(v) Dividend (Rate and quantum) declared on equity shares

(vi) Percentage which the total managerial remuneration bears to the net profits

NOTE —Items Nos 11 and 12 should be filled in only by companies which have commenced business For companies which have been newly registered but have not yet commenced business or whose accounts have not yet been audited, the following information/documents should be furnished —

(a) Two copies of the prospectus, if any, issued by the company

(b) Full particulars of the capital proposed to be raised by the company in the near future and also the particular of long term loans which the company proposes to raise indicating the source from which the loans are to be obtained

(c) The date on which the company expects to commence business and/or start production

(d) Considerations on which the proposed remuneration of the managing / whole-time director / manager has been fixed

(e) Estimated turnover and profits of the company during the next three years

(f) Whether the requisite licence, if any, as required under the Industries (Development and Regulation) Act, 1951, has been obtained

(g) extent of foreign collaboration, if any, involved ]

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge and the other facts are true to the best of my/our information and belief

*Signature*
*Designation*(*)

*Dated this* *day of* 19

(*) State whether Director, Managing Director, Whole-time Director, Managing Agent, Secretaries and Treasurers, Manageror Secretary

[NOTE

(i) Except as provided in the provisos to rule 3A, 2 copies of the existing Articles of Association of the company, 2 copies of the draft Articles of Association which are proposed to be substituted for the existing Articles of Association and a copy of the Resolution passed by the company at its general meeting or by the Board of Directors, as the case may be, and seven copies each of the audited accounts, directors' report and auditors' report of the company for the last two years should also accompany this statement

(ii) Pursuant to the Companies (Fees on Applications) Rules, 1961, fee as prescribed therein is payable on your application The amount involved should be paid into the Reserve Bank of India or any other Bank acting as the agent of the Reserve Bank or into a Government treasury for credit to the Public Account of India under the head "XXXVI-Miscellaneous Department—Miscellaneous—Registration of Joint Stock Companies" The appropriate treasury challan in token of the payment should then be forwarded to this Department along with the application ]

FORM NO 25B

Registration No of company ..

Nominal Capital Rs ..

*The Companies Act*, 1956

Form of application to the Central Government for approval to amendment of provision relating to managing, whole-time or non-rotational directors

*Pursuant to section* 268

1 Name of the company, date of registration and its principal business

2 Maximum and minimum number of directors prescribed under the Articles and the names of directors in the Board on the date of application

3 If the company has Managing Agents, Secretaries and Treasurers Managing
————Directors or Manager, full particulars thereof
whole-time

4 Proposal for which Government's approval is sought

5 Reasons for the proposal.

6 Whether the proposal has been approved by the Board of Directors/the company in general meeting, if so, seven copies of the resolution passed should be furnished

7 Names of newspapers in which and the dates on which notices under section 412(2) of the Companies, Act, 1956 were published, two certified copies of each notice to be attached

*Signature*
*Designation*(*)

*Dated this* *day of* 19

(*) State whether Director, Managing Director Whole-time Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary

[NOTE,

(i) Seven copies of the Memorandum and Articles of Association in which the amendments are to be made, along with seven copies of the revised version of the relevant articles should be attached to the application, if the amendment is in respect of a provision contained in any agreement entered into by the company or in any resolution passed by it or by its Board of Directors, seven copies of such agreement or resolution, as the case may be original and revised, should be furnished

(ii) Pursuant to the Companies (Fees on Applications) Rules, 1961, fee as prescribed therein is payable on your application The amount involved should be paid into the Reserve Bank of India or any other Bank acting as the agent of the Reserve Bank or into a Government treasury for credit to the Public Account of India under the head 'XXXVI—Miscellaneous Departments—Miscellaneous— Registration of Joint Stock Companies." The appropriate treasury challan in token of the payment should then be forwarded to this Department along with the application],

FORM No 25C

Registration No

of Company

Nominal Capital Rs...

*The Companies Act*, 1956

Form of application to the Central Government for approval to payment of minimum remuneration or of remuneration in excess of the limits prescribed under section 309(3) to Managing Director / Whole time Manager

*Pursuant to* **sections** 198 (4) *and* 309 (3)/387

1 Name of the company together with its address of registered office, date of incorporation and its principal business.

2. Details of the existing capital structure of the company

3. (*a*) The proposal for which Cental Government's approval is sought and the reason therefor

(*b*) Was the appointment of Managing Director / Whole-time Manager made with the approval of the Central Government? If so, indicate the number and date of sanction of Government

4. Nature of the form of management —

(i) Is the company managed by

(*a*) Board of Directors, Managing Director(s) Whole time

(*b*) Manager ? —Give full details

(ii) Date of appointment of the Managing Director / Whole time Manager and the tenure for which he was appointed as such

(iii) Particulars about remuneration, including bonus, commission, salary and perquisites

payable to Managing Director / Whole-time Manager

(iv) Nature of services rendered by Managing Director / Whole-time Manager as such for which the remuneration mentioned above is being paid.

(v) Particulars of commission, allowances and fees or salaries and perquisites payable to directors

5. Has the proposal for which Government's approval has been sought been approved by the Board of Directors, / General Body if, so, a copy of the resolution should be supplied

6 Particulars of other companies managed by the Managing Director, / Manager and remuneration payable to him by these companies

7 (A) The effective capital of the company as on the date of the last balance sheet calculated as follows —

(i) Paid up capital ..

(ii) Share premium .

(iii) Reserves and Surplus (excluding taxation reserves, depreciation reserves, gratuity, etc

(iv) Long-term loans

(a) Secured

(b) Unsecured...

Less investments

Total

(B) Total accumulated losses and preliminary expenses not written off

(C) Amount of depreciation provided for up to

8. Working results of the company for the last three years,—

| | Year ended 19 | 19 | 19 |
|---|---|---|---|
| (*i*) Paid-up capital . . | . | ... | . |
| (*ii*) Turnover . . . . | | . . | . . |
| (*iii*) Net profits under section 198 ... | .. | ... | . |
| (*iv*) Directors' remuneration,— | | | |
| (*a*) Number of Directors . | | | ... |
| (*b*) Sitting fees | | | ... |
| (*c*) Commission | | .. | . . |
| (*v*) Managing / Whole-time ——Directors' remuneration— Manager's | | | |
| (*a*) Salary . | ... | ... | ... |
| (*b*) Commission | | ... | . |
| (*c*) Bonus .. | . | . | . |
| (*d*) Perquisites with the money value thereof ... | | . | .. |
| (*vi*) Dividend declared on equity shares (rate and quantum) ... | % | % | % |
| (*vii*) Percentage which the total managerial remuneration bears to the net profits . | . | . . | ... |

Signature
Designation(*)

Dated this day of 19 .....

(*) State whether director, managing director, whole-time director, managing agent, secretaries and treasurers, manager or secretary.

[NOTE (*i*) One copy of the Memorandum and Articles of Association of the company, one copy of the agreement entered into with the managing / whole time director and one copy each of the audited accounts, manager directors' report and auditors' report of the company for the last two years should also accompany this form.

(*ii*) Pursuant to the Companies (Fees on Applications) Rules, 1961, fee as prescribed therein is payable on your application. The amount involved should be paid into the Reserve Bank of India or any other Bank acting as the agent of the Reserve Bank or into a Government treasury for credit to the Public Account of India under the head "XXXVI—Miscellaneous Departments—Miscellaneous—Registration of Joint Stock Companies". The appropriate treasury challan in token of the payment should then be forwarded to this Department along with the application.]",

(*v*) for the existing Form No. 26, the following form shall be substituted, namely :—

FORM NO. 26.

"Registration No. of Company... . .....

Nominal Capital Rs ..... ... .. .

*The Companies Act, 1956*

Form of Application to the Central Government for increasing the remuneration of director / manager

*Pursuant to sections* 310, 311 *and* 388.

1. Name of company

2. Address of its registered office

3. (A) The effective capital of the company as on the date of the last balance sheet calculated as follows —

(*i*) Paid up capital
(*ii*) Share premium
(*iii*) Reserves and surplus
(*iv*) Long term loans
(*a*) Secured
(*b*) Unsecured
Total

(B) Total accumulated losses and preliminary expenses not written off. —

4. Working results of the company for the last three years —

| | Year ended | | |
|---|---|---|---|
| | 19..—19 | 19..—19 | 19..—19. |
| (*i*) Paid-up capital | | | |
| (*ii*) Turnover ... | | | |

| | Year ended | | | | | |
|---|---|---|---|---|---|---|
| | 19 —19 | ,—19 | ,— 19 | 19—19 .. |
| (*iii*) Net profits under section 198 | | | | | | |
| (*iv*) Directors' or Manager's remuneration. | | | | | | |
| (*a*) Sitting fees | | | | | | |
| (*b*) Commission .. | | | | | | |
| (*c*) Managing ——— directors' | | | | | | |
| Whole-time remuneration | | | | | | |
| Manager's | | | | | | |
| (*i*) Salary ... | | | | | | |
| (*ii*) Commission . | | | | | | |
| (*iii*) Perquisites and money value thereof | | | | | | |
| (*v*) Dividend (rate and quantum) declared on equity shares. | | | | | | |
| (*vi*) Percentage which the total managerial remuneration bears to the net profits | | | | | | |

5 Names, addresses, designations and particulars of remuneration of all existing $\frac{\text{directors}}{\text{manager}}$ and details of their shareholdings together with particulars of $\frac{\text{directors}}{\text{manager}}$ whose remuneration is to be increased

| Names of Directors | Address | Specific designation, if any, whether Managing ———director whole-time ——— other | Details of shareholdings | Existing remuneration (*a*) Salary (*b*) Commission (*c*) Allwances (*d*) Sitting fees (*e*) Bonus paid during each of the previous three years (*f*) Other remuneration, if any. | Proposed remuneration (*a*) Salary (*b*) Commission (*c*) Allowances (*d*) Sitting fees (*e*) Bonus, if any, proposed to be paid (*f*) Other remuneration, if any | Reasons for proposed increase in remuneration |
|---|---|---|---|---|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |

(Copies of the existing and the proposed agreements and the resolution (*s*) passed at Directors'/General meeting sanctioning the increased remuneration should be enclosed)

6 Declaration

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge and the other facts are true to the best of my/our information and belief

*Signature*

Designation (*)

*Dated this* *day of* 19

(*) State whether Director, Managing Director, Managing Agents, Secretaries and Treasurers, Manager or Secretary

[NOTE Pursuant to the Companies (Fees on Applications) Rules, 1961, fee as prescribed therein is payable on your application The amount involved should be paid into the Reserve Bank of India or any other Bank acting as the agent of the Reserve Bank or into a Government treasury for credit to the Public Account of India under the head "XXXVI-Miscellaneous Departments—Miscellaneous—Registration of Joint Stock Companies." The appropriate treasury challan in token of the payment should then be forwarded to this Department along with the application ]",

(*vi*) for the existing Form No 27, the following form shall be substituted, namely —

FORM NO 27.

"Registration No
of Company .....
Nominal capital Rs .

*The Companies Act*, 1956

Form of application to the Central Government for approval of change in the constitution of a Partnership firm acting as Managing agents
Secretaries and Treasurers

*Pursuant to sections* 346 *and* 379

1 Name of the firm.
2 Address of its principal office
3 Date of its appointment as Managing Agents
Secretaries and Treasurers.

4 Particulars of the partnership existing immediately before the changes mentioned against columns 5 and/or 6 below.

| Name of Partner | Address of Partner | Extent of share in Partnership | Date of becoming partner | Special voting right, if any |
|---|---|---|---|---|
| 1 | 2 | 3 | 4 | 5 |

5. Particulars of persons who ceased to be partners

| Name of outgoing partner | Date on which he became a partner | Date with effect from which he ceased to be a partner | How he ceased to be a partner and the reasons therefor |
|---|---|---|---|
| 1 | 2 | 3 | 4 |

6. Particulars of persons admitted as new partners.

| Name of the incoming partner | Date with effect from which he became a partner | How he became a partner and the reasons, if any, for admitting him into the partnership |
|---|---|---|
| 1 | 2 | 3 |

7. Particulars of the new partnership after taking into account the changes mentioned against columns 5 and/or 6 above.

| Name of the partners | Address of partners | Extent of share in partnership | Special voting right, if any |
|---|---|---|---|
| 1 | 2 | 3 | 4 |

8 Name of the company or companies of which the firm mentioned against item I is acting as managing agents and/or secretaries and treasurers.

9. The names of the English newspaper and the vernacular newspaper in which the notices under section 412(2) have been published along with the dates thereof.

[NOTE Two certified copies each of the notices are to be enclosed]

[NOTE 7 copies of old and new partnership agreements should be supplied. (If any copies of the existing agreement have been supplied to the Department in the recent past only 2 copies may be sent of that document)]

10. Declaration.

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge, and the other facts are true to the best of my/our information and belief.

Signature,

Designation (*)

*Dated this* *day of* 19 .

(*) State whether Director, Managing Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

[NOTE —Pursuant to the Companies (Fees on Applications) Rules, 1961 fee as prescribed therein is payable on your application. The amount involved should be paid into the

Reserve Bank of India or any other Bank acting as the agent of the Reserve Bank or into a Government treasury for credit to the Public Account of India under the head "XXXVI-Miscellaneous Departments—Miscellaneous—Registration of Joint Stock Companies" The appropriate treasury challan in token of the payment should then be forwarded to this Department along with the application.]",

(*viii*) for the existing Form No. 28, the following form shall be substituted, namely :—

FORM No. 28

"Registration No.
of Company ... . .....
Nominal capital Rs..... .....

*The Companies Act*, 1956

Form of application to Central Government for approval of change in constitution of *body corporate* acting as $\frac{\text{Managing Agent}}{\text{Secretaries and Treasurers}}$ of $\frac{\text{Public}}{\text{Private}}$ company which is a subsidiary of public company and of any holding company of the body corporate

*Pursuant to section* 346/*section* 379 *read with section* 346

1. Name of the body corporate acting as $\frac{\text{Managing Agents}}{\text{Secretaries and Treasurers}}$ or holding company thereof.

(*i*) Address of its registered office..... .. .
(*ii*) Date of its incorporation ..... .. . .
(*iii*) Capital structure on the date of application

Authorised
Subscribed :
Paid-up ,

(*iv*) Existing Board of directors as on. .....

2. Name of the body corporate which is the holding company of the body corporate acting as $\frac{\text{managing agents}}{\text{secretaries and treasurers}}$

(*i*) Address of its registered office .... . .....
(*ii*) Date of incorporation..... ..... ... ..
(*iii*) Capital structure as on the date of application

Authorised :
Subscribed :
Paid-up :

(*iv*) Existing Board of directors as on. . .. ..

[71]

3 Nature of change in the constitution of body corporate acting as managing agents / secretaries and treasurers

*[or nature of change in constitution of the body corporate which is the holding company of the body corporate acting as managing agents / secretaries and treasurers] for which approval of the Central Government is sought :—

*NOTE Please delete the portion not applicable.

(i) Conversion from *private* to *public* company or from public to private Give date of conversion

NOTE Conversion from private to public company by the operation of section 43A of the Act is not a change within the meaning of section 346 and no approval of the Central Government is necessary.

(ii) Changes among directors / managers of body corporate by death, give name and date of death

(iii) Change among director / manager by retirement. Give name, effective date of retirment and also the reasons for retirement.

(iv) Change among director / manager by new appointment. Give name of Directors, / Manager effective date of appointment and reasons for the appointment. (The qualification and business experience of the proposed new director should also be stated)

(v) Change among directors caused as a result of resignation, removal or otherwise. Give names of directors, particulars of the nature of the change, effective date of the change and reasons therefor.

4. Change in ownership of shares in body corporate having a share capital

(i) equity shares / Preference shares redeemable / Preference shares non-redeemable of Rs ..... each were transferred/are proposed to be transferred as indicated below :—

| Name of the transferor | Name of the transferee | No of shares transferred or to be transferred | Date when the transfer in the ownership of the shares took place or to be made effective |
|---|---|---|---|

(*a*) Reasons for the above transfe

(*b*) Price at which the shares are being transferred. If the price paid is higher than the face value of the shares or the price paid is below the market value or intrinsic value of the shares, reasons therefor should be given

(*c*) Whether the proposed share transfer involves transfer of shares from residents to non-residents and *vice versa*.

(*d*) Whether the consent of the Reserve Bank of India has been obtained, where necessary, to the transfer of Funds under the Foreign Exchange Regulation Act, 1947.

2 Equity shares / Preference shares redeemable / Preference shares non-redeemable as under — of Rs.. ...each were allotted

| Name of the allottee | No of shares allotted | Date of allotment and entry in company's Books |
|---|---|---|

3. Where any change in the ownership of shares has taken place on account of death or insolvency, the particulars thereof should be specified as under —

| No of shares | Transferred from the name of | Registered in the name of | Effective date |
|---|---|---|---|

4. Where any shares have been forfeited, particulars thereof should be specified as under —

| No. of shares | Name of the persons ceasing to be owner of shares | Effective date |
|---|---|---|

5. Whether the changes specified above have or have not resulted in transfer of the controlling interest from any person or body of persons to any other person or body of persons.

6. Changes in membership of body corporate not having share capital.

(*i*) By death

Name of Director / Manager / Member Date of death

(*ii*) By retirement

Name of Director / Manager / Member Date of retirement and reasons

(iii) By new appointment

| | | |
|---|---|---|
| Name of | Director / Manager / Member | Date of appointment and reasons |

(iv) Otherwise

| | | | |
|---|---|---|---|
| Name of | Director / Manager / Member | Nature of change | Date of change and reasons |

7. The names of the English and vernacular newspapers in which the notices under section 412 (2) have been published, along with the dates thereof

(NOTE Two certified copies each of the notices are to be enclosed )

8 Whether the shares of the body corporate named against item 1 and/or 2 above are for the time being dealt in, or quoted on, a recognised stock exchange

9 Name of the company or companies of which the body corporate mentioned against item 1 is acting as managing agents and/or secretarie and treasurers.

10 Declaration.

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge, and other facts are true to the best of my/our information and belief.

Signature

Designation (*)

Dated this day of 19 .

(*) State whether Director, Managing Director, Managing Agents, Secretaries and Treasurers, Manager or Secretary

[NOTE —Pursuant to the Companies (Fees on Applications) Rules, 1961 fees as prescribed therein is payable on your application The amount involved should be paid into the Reserve Bank of India or any other Bank acting as the agent of the Reserve Bank or into a Government treasury for credit to the Public Account of India under the head "XXXVI—Miscellaneous Departments—Miscellaneous—Registration of Joint Stock Companies" The appropriate treasury challan in token of the payment should then be forwarded to this Department along with the application ]',

(viii) in Form No 29—

(a) for the figures and brackets '264(1)' wherever they occur, the figures and brackets '264(2)' shall be substituted ,

(*b*) for column (7) with the heading 'signature(s)' in the table, the following columns shall be substituted, namely :—

| "date of appointment | Signature(s) |
|---|---|
| 7 | 8 |
| | |

",

(*c*) the words "we", "our" and "directors", wherever they occur, shall be deleted,

(*xx*) for the existing Form No 34A, the following Form shall be substituted, namely —

FORM NO 34A

"Registration No.
of Company ... . ...
Nominal Capital Rs.. ... ..

THE COMPANIES ACT, 1956

*Form of application under section* 360 (1)

1. (*a*) Name of the company, registered address and the date of registration
(*b*) Particulars of its capital structure
(*c*) Details of its present business.

2. (*a*) Name of the $\frac{\text{managing agents}}{\text{secretaries and treasurers}}$
(*b*) Particulars of its capital structure, if a company
(*c*) Name of the $\frac{\text{partners}}{\text{directors}}$ of
$\frac{\text{managing agency}}{\text{secretaries and treasurers}}$ firm/company as on.. ..
(*d*) Details of its present business

3. Remuneration payable to the managing agents/secretaries and treasurers, in accordance with the terms approved by the Central Government under section 326

4 *Proposal for which Government's approval is sought*
Whether services would be rendered—
(*a*) by the managed company to the managing agents, and/or to its associates or
(*b*) by the managing agents and/or its associates to the managed company.

Give name(s) of the associates and details about the nature of connection and precise relationship with the managing agents/secretaries and treasurers, and in the case of a propose existing employee, also give his age, qualifications, previous experience, present emoluments showing separately the components of which made, duration of service with the company.

5 (*i*) Nature of the services forming subject matter of contract entered into or proposed to be entered into.

(*ii*) The date on which the contract came into force and the date of execution of the written contract, if any, or the date on which the proposed contract is to be entered into and brought into force.

(*iii*) Duration of the contract for which approval is required

6. (*a*) Proposed terms on which the services will be rendered including the basis on which services would be paid for and other material terms of the contract.

(*b*) Is any change proposed in the existing contract, if any? If so, please give full justification.

7 Whether the 'Services' forming subject matter of the contract/proposed contract, consist of normal business of the managed company managing agents
or of the———————————or of their associates, as the case may secretaries and treasurers
be, and whether the cost of such services exceeds or is likely to exceed Rs 5,000 in a year.

8 *Reasons in support of the proposal*

(i) How the execution of the contract/proposed contract is sought to be justified from—

(*a*) the financial position of the company,
(*b*) administrative considerations, and
(*c*) technical aspects.

(ii) What will be the financial and administrative repercussions if the services involved are obtained from other sources.

(iii) Other considerations in support of the proposal.

(iv) Have any efforts been made either by advertisement or otherwise to obtain the required services at cheaper rates from other parties? If so, give details If not, the reasons therefor.

managing agents
9 Amount of expenses reimbursed to the———————————
secretaries and treasurers
during the last three years under section 354 of the Act Give details about the items, together with amounts, for which reimbursement has been made.

10. Earnings under sections 356 to 359 of the Act during the last three years—

(i) of the managing agents / secretaries and treasurers

(ii) of their associates

11. Money value of the contracts entered into for purchase, sale or supply of any property movable or immovable under section 360 during the last three years with

(i) the managing agents / secretaries and treasurers

(ii) their associates

12. Particulars of contracts entered into during the last three years for rendering services under section 360

(i) with the managing agents / secretaries and treasurers

and/or (ii) with their associates giving information on the following points —

(a) the money value of the contract(s),
(b) the date of the written contract, if any, and also the date of its enforcement, and
(c) the date of passing of the special resolution in terms of the provisions of section 360 as then existing

(NOTE.—Two certified copies of the said special resolution and also two copies of the relevant explanatory statement sent attached along with the notice convening the meeting in which the special resolution was passed should be attached).

13. Whether in respect of the contract(s) mentioned against item 12 above—

(a) any change in material particulars was made on or after 28th December 1960, or

(b) any renewal was effected from a date on or after 28th December 1960, or

(c) any fresh contract was entered into with effect from a date on or after 28th December 1960, and, if so, give particulars

14 Names of the other companies of which the managing agent ——————— mentioned against item 2 above is also acting as managing agents / secretaries and treasurers

DECLARATION

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge, and the other facts are true to the best of my/our information and belief

Signature
Designation (*)

Dated this day of 19

(*) State whether Director, Managing/Whole time Director, Managing Agent, Secretaries and Treasurers, Manager or Secretary.

[NOTE —Pursuant to the Companies (Fees on Applications) Rules, 1961, fee as prescribed therein is payable on your application The amount involved should be paid into the Reserve Bank of India or any other Bank acting as the agent of the Reserve Bank or into a Government treasury for credit to the Public Account of India under the head "XXXVI—Miscellaneous Departments—Miscellaneous—Registration of Joint Stock Companies" The appropriate treasury challan in token of the payment should then be forwarded to this Department along with the application.]",

(x) the existing Form No 43, shall be omitted,

(xi) in each of the Forms Nos 39, 40, 41 and 42, at the end, the following shall be inserted, namely —

" We ... ... . ... of ... .. . .. . .. ...
and . ..... ... . ... . ... , being two
of the @.. . . ... . . . . .. ... of
* . . . .. . .. . . .. . do
solemnly and sincerely declare that the particulars set forth in the several documents accompanying this declaration are true to our knowledge in regard to the particulars
.. . ... and true to the best of our information and belief in regard to the other particulars.

Signature
Designation@

Dated this day of 19

@ State whether Directors or other Principal Officers.

* Insert name of company.",

(xii) for the existing Form No. 44, the following Form shall be substituted, namely —

"No. of Company F... . .. .. .. ... FORM No. 44.

THE COMPANIES ACT, 1956

*Document delivered for Registration by a Foreign Company.*
*Pursuant to section 592*

Name of Company

Presented by

Documents delivered to the Registrar of Companies . . . . . for registration pursuant to section 592 of the Companies Act, 1956 by* . . . . . a company incorporated in ... . . . . and which has a principal place of business in India at ... .. .. . . with effect from the .. . . .. .. .. .

1. A certified copy of the Charter, Statutes, or Memorandum and Articles of the Company or other Instrument constituting or defining the constitution of the company [see sub-section (1) (*a*) ]

2 The full address of the Registered or Principal Office of the company which has its principal place of business in India at . . . is as follows [see sub section (1)(b)].

3 (a) Particulars of the persons who are Directors of the Company at the date of this return.

*Director—Individuals.*

| Present name and surname in full | Any former name or names and surname or surnames in full | Usual residential address | Nationality and nationality of origin, if different from present nationality | Business occupation or if there is no business occupation, particulars of other directorships held, if any |
|---|---|---|---|---|
| 1 | 2 | 3 | 4 | 5 |

*Directors—Bodies Corporate*

| Corporate Name | Registered or Principal Office of body corporate | Names of Directors of body corporate | | |
|---|---|---|---|---|
| | | Full name of each Director | Address of each Director | Nationality of each Director and nationality of origin, if different from present nationality |
| 1 | 2 | 3 | 4 | 5 |

(b) Particulars of the Person who is the Secretary

| Persons who are the Joint Secretaries of the company at the date of this return | | |
|---|---|---|
| Present name and surname in full (in the case of Body Corporate or firm, the corporate or firm name) | Any former name or names and surname or surnames in full | Usual Residential Address (in the case of Body Corporate or firm, the registered or principal office) |
| 1 | 2 | 3 |

4 List of persons resident in India authorised to accept on behalf of the company service of process and any notices or other documents.

| Names and surnames | Addresses |
|---|---|

5. *Address of Principal Place of Business in India of the Company* —

Full address of the office of the company..... which is to be deemed to be its principal place of business in India is as follows —

| | |
|---|---|
| Signature or signatures of any one or more persons authorised under Section 592 (1)(d) of the Companies Act, 1956 or of some other persons in India duly authorised by the company. | |
| Dated this day of 19 | |

@Country of origin.

*Name of the company.",

(xiii) the existing Forms Nos 45, 46, 47 and 48 shall be omitted, and

(xiv) in Form No 56, for the heading "Particulars of charge (a) on property in India which has been acquired by a foreign company after 15th January 1937.", the following shall be substituted, namely —

"Particulars of charge (a) subject to which property in India has been acquired by a foreign company after 15th January 1937.".

[No. F. 5/16/61-PR.]

F. N. SANYAL, Under Secy.